



MARVEL
COMICS

JUN
#6

APPROVED BY THE
COMICS CODE
AUTHORITY

THE AMAZING SPIDER-MAN

WELCOME TO MY
PARLOR!

MACKIE
BYRNE
HANNA

WWW.MARVEL.COM

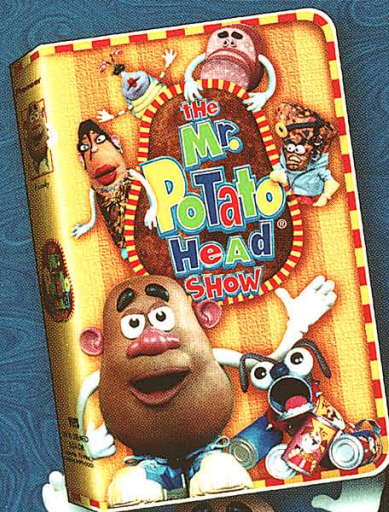
DIRECT EDITION



7 59606 04716 1
\$1.99 US \$2.99 CAN

SAID THE
SPIDER-
WOMAN
TO THE
MAN!

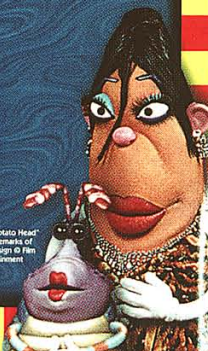
got spud?



Available
To Own
On Video
April 6



© 1998 Film Roman, Inc. "Mr. Potato Head" and related characters are trademarks of Hasbro, Inc. Package Art & Design © Film Roman, Inc. and Pioneer Entertainment (USA) LP. All Rights Reserved.



TM & © 2004 MARVEL



HAVE YOU GUYS EVER LIED TO SOMEONE YOU LOVED?

YOU KNOW... LIKE YOUR WIFE, YOUR GIRLFRIEND, YOUR MOTHER? SOMEONE YOU TELL EVERYTHING TO.

OKAY... NOT EXACTLY LIED, BUT NOT TOLD THEM THE ENTIRE TRUTH.

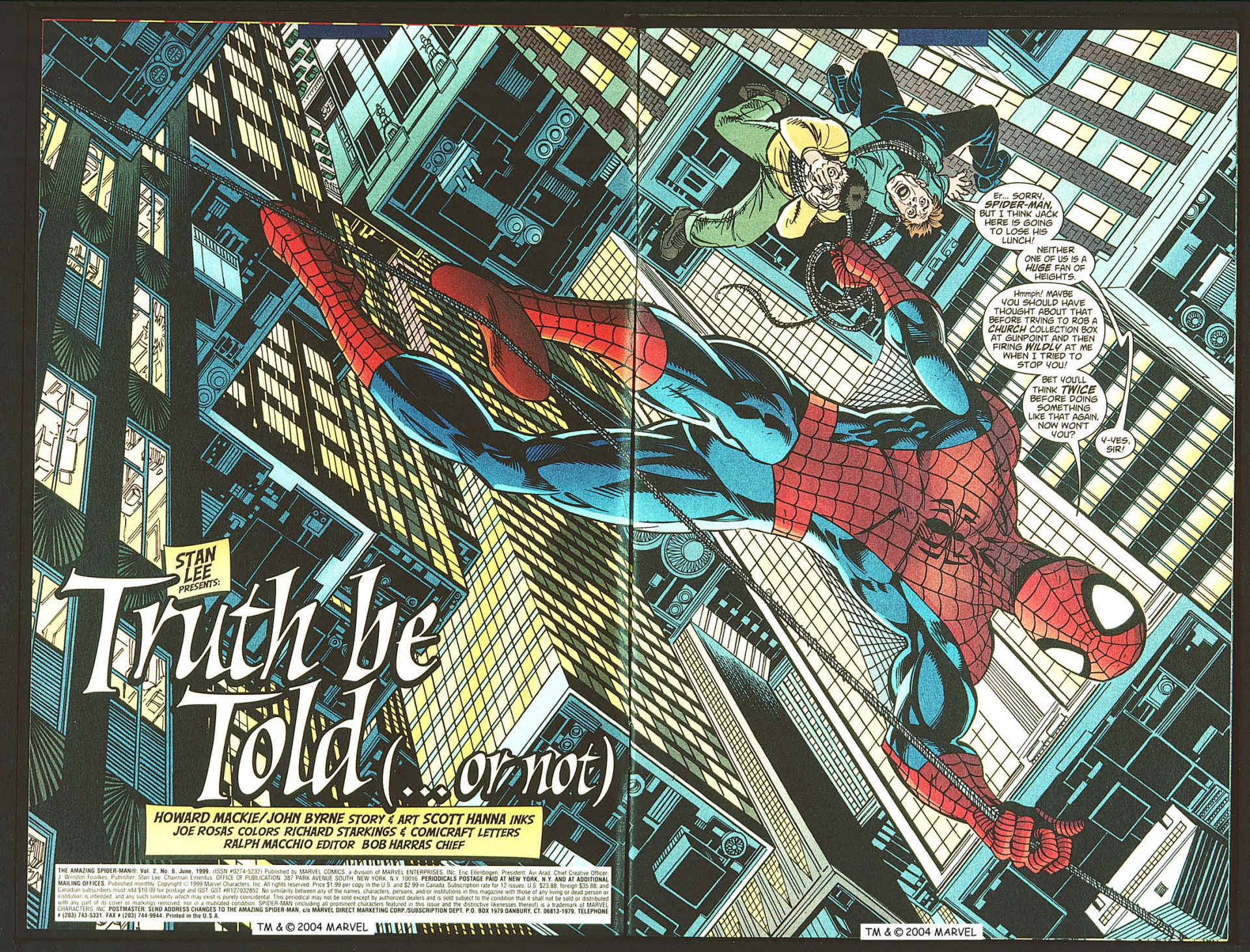
YOU KNOW... LIKE WHAT YOU DO WHEN YOU GO OUT AT NIGHT?

THIS LIVING THING... IT JUST DOESN'T SET RIGHT WITH ME.

I WAS NEVER REALLY GOOD AT IT. ESPECIALLY NOT WITH HER.

HELLO! ARE YOU GUYS LISTENING?

TM & © 2004 MARVEL

A full-page comic book illustration of Spider-Man swinging through a dense cityscape. He is in the center, swinging on a web that stretches from the left side of the page. He is looking down at two men who are falling from a building above. The men are wearing a green jacket and a blue jacket, and they look terrified. The city below is a complex grid of buildings with many windows, rendered in a detailed, comic-book style with a color palette dominated by blues, greys, and the red and blue of Spider-Man's suit.

STAN LEE
PRESENTS:

Truth be Told (...or not)

HOWARD MACKIE/JOHN BYRNE STORY & ART SCOTT HANNA INKS
JOE ROSAS COLORS RICHARD STARKINGS & COMICRAFT LETTERS
RALPH MACCHIO EDITOR BOB HARRAS CHIEF

Er... SORRY, SPIDER-MAN, BUT I THINK JACK HERE IS GOING TO LOSE HIS LUNCH!

NEITHER ONE OF US IS A HUGE FAN OF HEIGHTS.

Hmmp! MAYBE YOU SHOULD HAVE THOUGHT ABOUT THAT BEFORE TRYING TO ROB A CHURCH COLLECTION BOX AT GUNPOINT AND THEN FIRING WILDLY AT ME WHEN I TRIED TO STOP YOU!

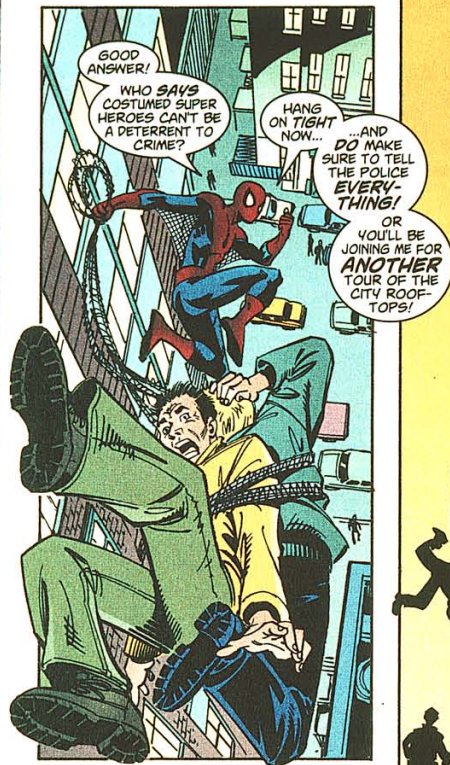
BET YOU'LL THINK TWICE BEFORE DOING SOMETHING LIKE THAT AGAIN, NOW WON'T YOU?

Y-YES, SIR!

THE AMAZING SPIDER-MAN®: Vol. 2, No. 6, June, 1999. (ISSN #0274-5232) Published by MARVEL COMICS, a division of MARVEL ENTERPRISES, INC. Eric Ellenbogen, President; Avi Arad, Chief Creative Officer; Winston Fookes, Publisher; Stan Lee, Chairman Emeritus. OFFICE OF PUBLICATION: 385 PARK AVENUE, SOUTH, NEW YORK, N.Y. 10016. PERIODICALS POSTAGE PAID AT NEW YORK, N.Y. AND AT ADDITIONAL MAILING OFFICES. Published monthly. Copyright © 1999 Marvel Characters, Inc. All rights reserved. Price \$1.99 per copy in the U.S. and \$2.99 in Canada. Subscription rate for 12 issues: U.S. \$23.88; foreign \$35.88; and Canadian subscribers must add \$10.00 for postage and GST. GST #R12302252. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. This periodical may not be sold except by authorized dealers and is sold subject to the condition that it shall not be sold or distributed with any part of its cover or markings removed, nor in a mutilated condition. SPIDER-MAN (including all prominent characters featured in this issue and the distinctive likenesses thereof) is a trademark of MARVEL CHARACTERS, INC. POSTMASTER: SEND ADDRESS CHANGES TO THE AMAZING SPIDER-MAN, c/o MARVEL DIRECT MARKETING CORP./SUBSCRIPTION DEPT., P.O. BOX 1979 DANBURY, CT 06813-1979. TELEPHONE # (203) 743-5331. FAX # (203) 744-9944. Printed in the U.S.A.

TM & © 2004 MARVEL

TM & © 2004 MARVEL



GOOD ANSWER!

WHO SAYS COSTUMED SUPER HEROES CAN'T BE A DETERRENT TO CRIME?

HANG ON TIGHT NOW...

...AND DO MAKE SURE TO TELL THE POLICE EVERYTHING!

OR YOU'LL BE JOINING ME FOR ANOTHER TOUR OF THE CITY ROOF-TOPS!



WELL NOW... FELONS WITH GUNS... THE EASY PART OF MY NIGHT. I CAN'T KEEP THIS UP.

I CAN'T NOT TELL MARY JANE THAT I'VE TAKEN UP MY SPIDEV IDENTITY AGAIN AFTER PROMISING HER I WAS GIVING IT UP FOR GOOD.

I KNOW SHE'S GOING TO BE MAD AT ME...

... BUT THIS LIVING BY OMISSION THING IS KILLING ME. SHE STILL BELIEVES THAT IT'S SOMEONE ELSE IN THE COSTUME. THAT I HAVEN'T PUT IT ON SINCE MY LAST SHOWDOWN WITH THE GREEN GOBLIN.



WE DID IT! WE DID IT! WE DID IT! YOU DID WHAT?

EVERYTHING! YOU NAME IT... WE DID IT! JUST DON'T LET HIM NEAR US AGAIN! PLEASE?

I HAVEN'T TOLD HER ABOUT MATTIE, ABOUT SHADRAC, ABOUT SENATOR HARK... ABOUT THIS NEW SPIDER-WOMAN... OR ANYTHING ELSE THAT'S HAPPENED SINCE I CUT HER OUT OF A VERY LARGE PART OF MY LIFE.

In Peter Parker #98 -- Rememberin' Ralf.



MATTIE...?

IT ALL KEEPS COMING BACK TO HER.

IF IT WASN'T FOR HER TAKING ON THE SPIDER-MAN GUY, AFTER I GAVE IT UP, AND ALMOST GETTING KILLED BY SHADRAC...

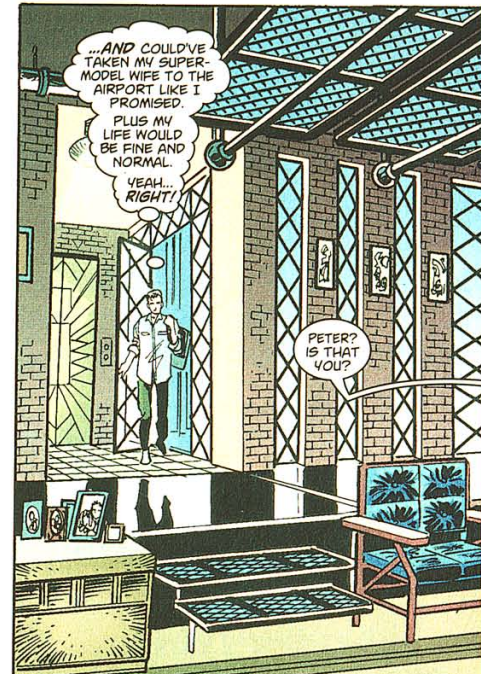
...I WOULDN'T HAVE FELT COMPELLED TO GET BACK INTO THE COSTUME IN THE FIRST PLACE.

AND NOW SHE REAPPEARS AS THE LATEST VERSION OF SPIDER-WOMAN...

...JUST WHEN SOMEONE ELSE DECIDES ALL SPIDER-WOMEN MUST DIE!

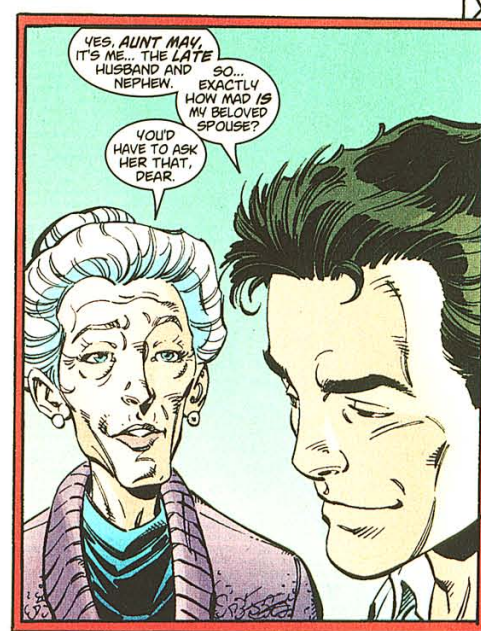
IT'S ALL MATTIE'S FAULT.

I WOULDN'T BE SPIDER-MAN AGAIN IF NOT FOR HER. WOULDN'T HAVE GOTTEN MY HEAD HANDLED TO ME BY THE EVIL SPIDER PERSON. WOULDN'T HAVE HAD TO TAKE THE TIME TO SAVE HER LIFE AND GET HER TO A DOCTOR...



...AND COULDN'T TAKEN MY SUPER-MODEL WIFE TO THE AIRPORT LIKE I PROMISED. PLUS MY LIFE WOULD BE FINE AND NORMAL. YEAH... RIGHT!

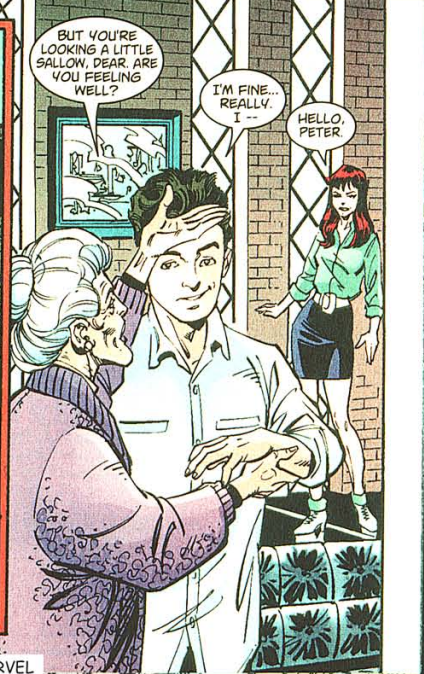
PETER? IS THAT YOU?



YES, AUNT MAY, IT'S ME... THE LATE HUSBAND AND NEPHEW.

SO... EXACTLY HOW MAD IS MY BELOVED SPOUSE?

YOU'D HAVE TO ASK HER THAT, DEAR.



BUT YOU'RE LOOKING A LITTLE SALLOW, DEAR. ARE YOU FEELING WELL?

I'M FINE. REALLY, I --

HELLO, PETER.

"Positive word-of-mouth on SLINGERS, the new Marvel Spider-Man spinoff series, is building. Fans are turning on to the book's quirky team interplay, and new writer Joseph C. Harris is gaining new admirers every day... Want great teen angst? Try SLINGERS."

— Wizard, The Comics Magazine



With Great Power,
Must Come Great Responsibility.

Slingers

Monthly by Joe Harris, Chrisscross & Rob Stull



WWW.MARVEL.COM TM & © 1999 MARVEL CHARACTERS INC. ALL RIGHTS RESERVED
TM & © 2004 MARVEL

NABISCO ISLANDS OF ADVENTURE SWEEPSTAKES OFFICIAL RULES

NO PURCHASE NECESSARY

1. To enter: If you are under 18, you must have your parents' permission to play! From a touch-tone phone only, from 3/15/99 through 5/31/99, call 1-877-991-8181 (1-877-994-7526) toll free. When calling, you must provide the last 4 digits of the UPC # found on the Brand Seal of a specially-marked Nabisco package, and your home phone #, including area code. Limit 1 call per day from each phone #. Only 2 total entries will be accepted per Nabisco brand UPC # entered. If you wish to enter more than 2 times, please play using another specially-marked Nabisco brand UPC #. Calls must originate from the U.S. Computer generated calls not accepted.

2. Open to legal residents of the 50 U.S. states and D.C. Employees of Universal Studios, Nabisco, Inc., their affiliates, subsidiaries, agencies, retailers, and the immediate families of each and persons living in the household of each are not eligible. Void where prohibited. Limit 1 prize per calendar month per phone # (phone from which call was placed). Limit 1 Grand Prize per household, address or family. All federal, state and local laws and regulations apply. Winners are subject to verification. Odds of winning depend on the number of eligible entries received. All prizes will be awarded.

3. Grand Prizes will be awarded at end of program in random drawing from among all eligible, completed calls received. Please note that calling several times per day will not allow you to be entered into the drawing more than once per day—only one call per day from any given phone number will be entered into the Grand Prize drawing! Drawing conducted on or about 8/31/99. First Prize Winners will be selected via random intercept of calls during program period, will be notified that they have won during call, & will be notified by mail within 6-8 weeks of winning call. Grand Prize Winners will be notified by mail on or about 9/15/99. Random intercepts, drawings & notification are under supervision of Carlson Draddy & Associates, an independent judging organization whose decisions are final.

4. Twenty-five (25) Grand Prizes—A 6-day/5-night trip for Winner and three (3) guests to Orlando, FL, including round-trip coach air travel from major gateway city nearest to Winner's home, hotel accommodations (1 room for 4), airport transfers, 5-day free admission to Universal Studios Escape and Islands of Adventure, plus \$1,000 spending money. All meals, ground transportation taxes and any other expenses not specified above are the sole responsibility of the Winner. All travel must begin and end at major gateway city nearest to Winner's home. Approximate retail value (ARV): \$5,000. One Hundred Thousand (100,000) First Prizes—one (1) color-change dinosaur cup. ARV: \$5.50. If under 18, one of Grand Prize Winner's guests must be Winner's parent or legal guardian. Grand Prize Winners will be required to execute and return Affidavits of Eligibility and Publicity/Liability Releases, within 14 days of attempted notification. Grand Prize Winners' parents/legal guardians and all travel companions will be required to execute and return Publicity/Liability Releases within same time period. By participating in this Sweepstakes, entrants agree to be bound by these Official Rules and the decisions of the judges. By acceptance of Prize, Winners consent to Sponsor's use of their names and/or likenesses and biographical information for commercial purposes without additional notification or compensation, except where prohibited. Prizes are not transferable or assignable. No substitution of prizes is allowed, except at Sponsor's sole discretion. Grand Prize trip must be taken by April 30, 2000. If Grand Prize Winners and their guests are not available within the time specified, an alternate Winner may be chosen. Travel dates subject to Sponsor's approval and potential black-out dates and restrictions. All guests of Grand Prize Winner must travel with the Grand Prize Winner. Winners agree to release, discharge and hold harmless Nabisco, Inc., its affiliates, parents, subsidiaries, advertising and promotion agencies, and their employees, from any and all claims or damages, including personal injury and/or death arising out of Winner's participation in the Sweepstakes and in the acceptance and use and/or misuse of any of the prizes awarded therefrom.

5. For a list of Grand Prize Winners, available after December 31, 1999, or for a copy of these Official Rules, send a self-addressed, stamped envelope to: Nabisco Islands of Adventure Winners, P.O. Box 3700, Dept. R, St. Cloud, MN 56397-3700, by February 1, 2000. Please indicate your request on outer envelope (Winners List or Official Rules).

Sponsor: Nabisco, Inc.
Promotion Agency: Carlson Draddy & Associates.

SCARY RIDES. C-R-A-Z-Y Characters.



WIN an ADVENTURE that makes it all real.

If you're one of Nabisco's lucky winners, you'll raft a river swarming with dinosaurs. Be Spider-Man's sidekick in a web-slinging war. Even travel to a far-off continent for a duel between a Fire Dragon and an Ice Dragon roller coaster.

25 winners and their families get to go to a new theme park, Universal Studios Islands of Adventure™, in Orlando.

For details on how you could win this or **100,000 other prizes**, check marked packs of Nabisco snacks.

Get snackin' because this

adventure can come alive for you.

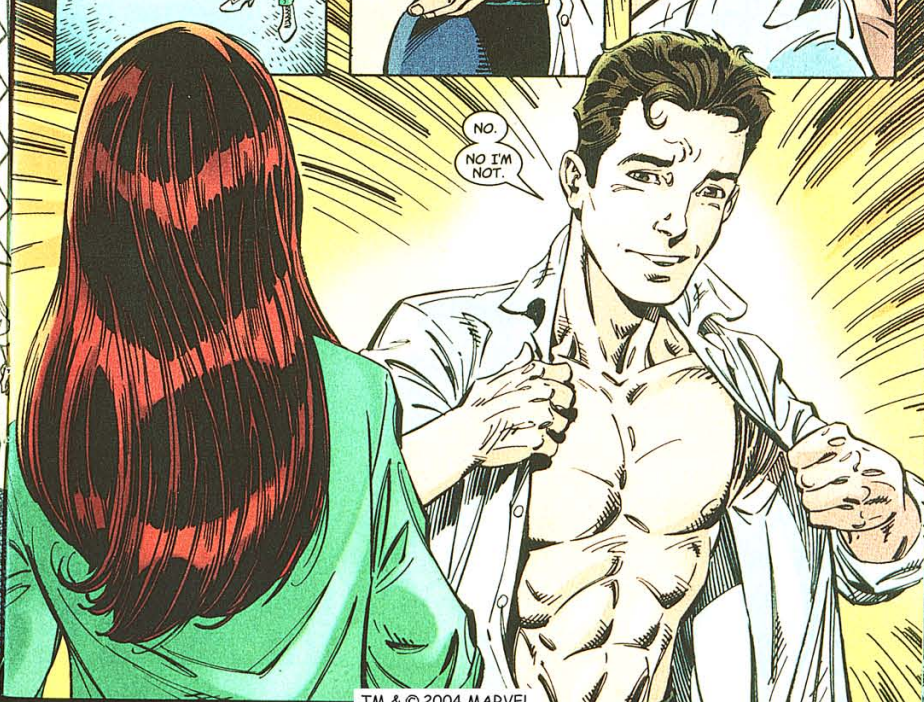
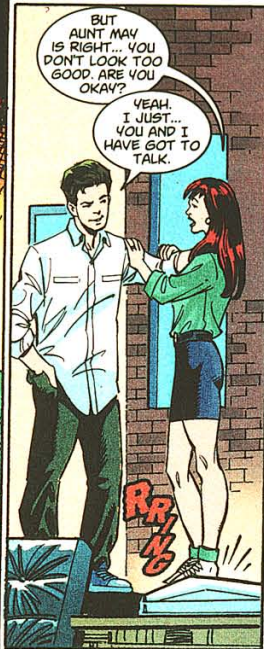
www.nabiscokids.com

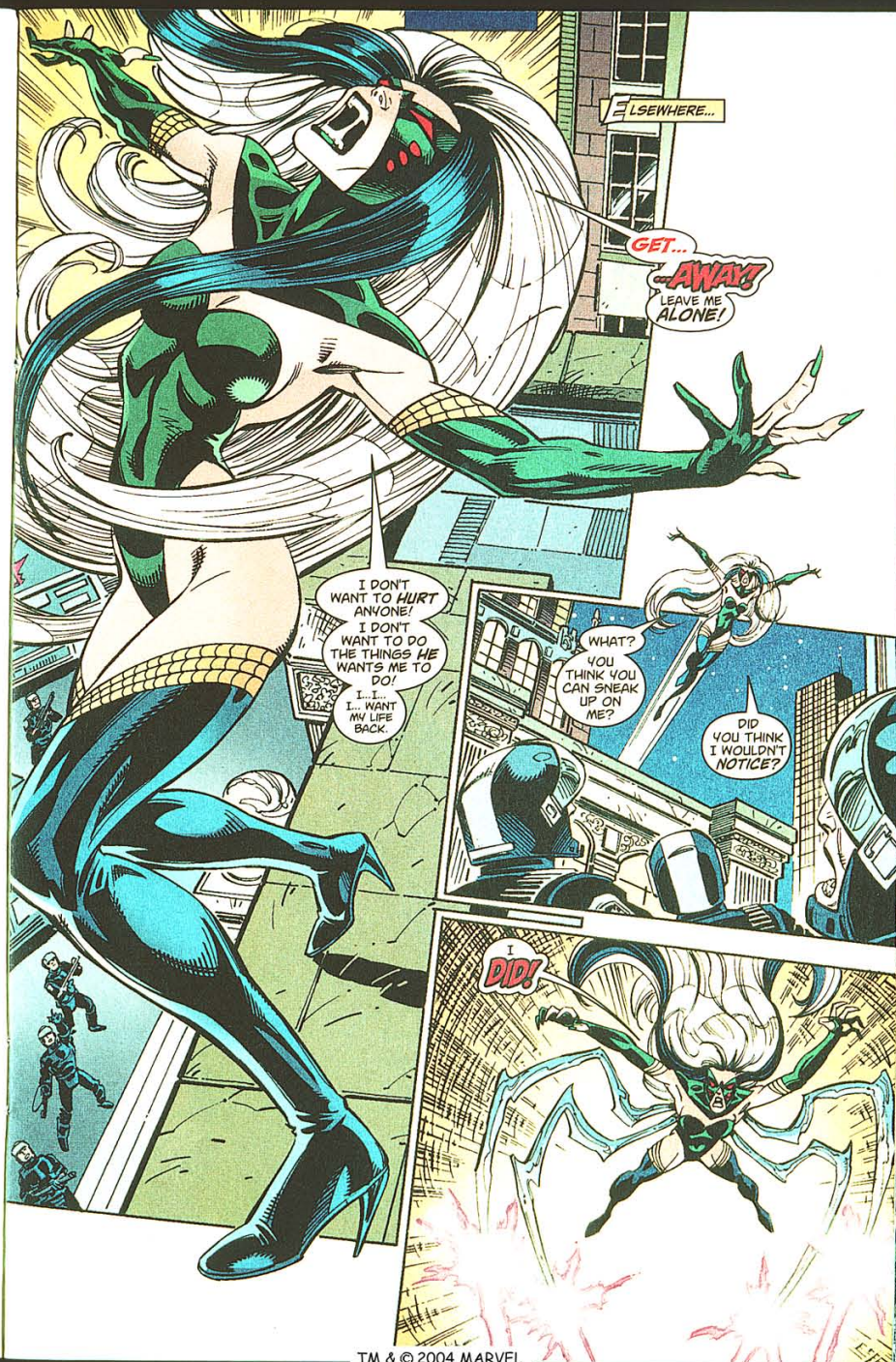
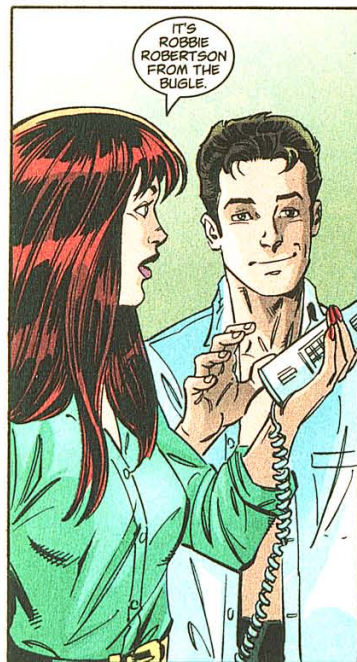
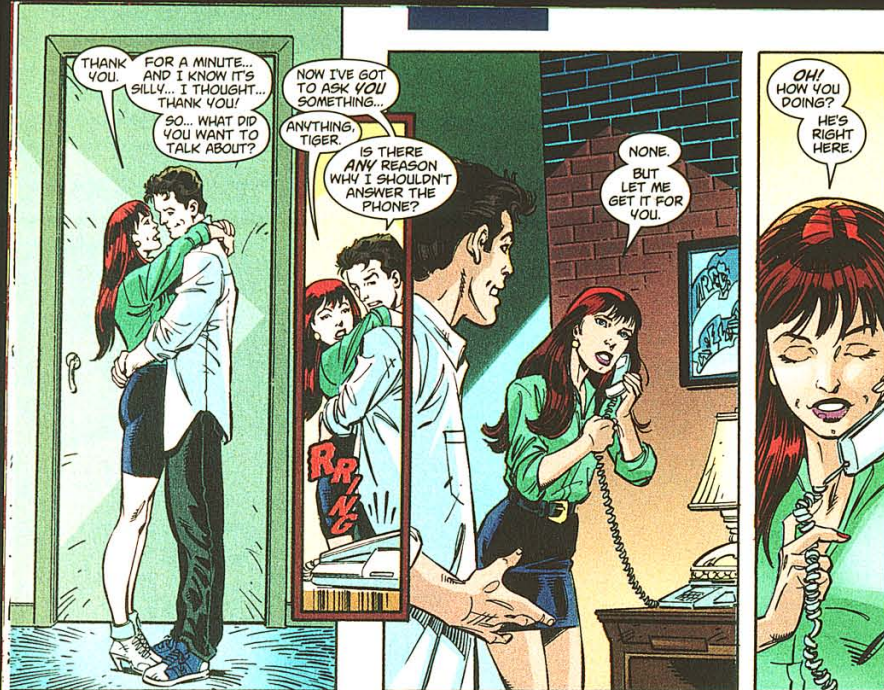
See sweepstakes rules on opposite page.

No purchase necessary.

Universal Studios Escape, Universal Studios Islands of Adventure, Universal Studios Islands of Adventure, The Lost Continent, Toon Lagoon™ & © 1999 Universal Studios, Inc. All Rights Reserved. © 1999 Nabisco, Inc. Seuss characters and attraction names and Seuss Landing. Logo used under license from Dr. Seuss™ & © Dr. Seuss Enterprises, L.P. 1997, 1999. All Rights Reserved. Marvel Super Hero Character names and likenesses: TM & © 1999 Marvel © 1999 Universal Studios. All Popover Characters™ & © 1999 KFS, Inc.™ Hearst Holding, Inc. Dueling Dragons™ Universal Studios Islands of Adventure, The Lost Continent, Toon Lagoon™ & © 1999 Universal Studios, Inc. All Rights Reserved. © 1999 Nabisco, Inc.

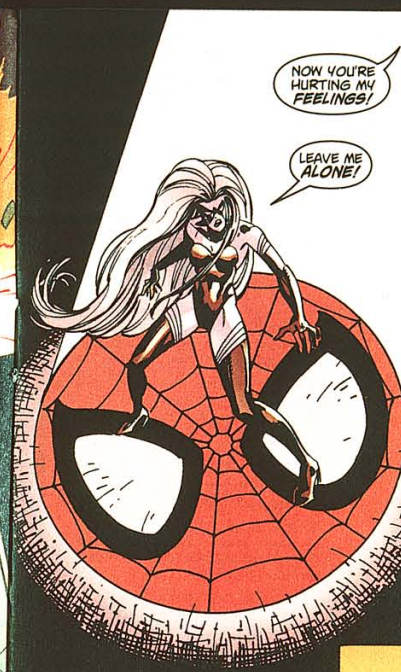
TM & © 2004 MARVEL







TM & © 2004 MARVEL



TM & © 2004 MARVEL



BULLPEN BULLETINS

ON SALE MARCH 31
AVENGERS FOREVER

712
Reunited at last from their adventures in different time periods, the AVENGERS assemble to piece together all they have learned about IMMORTUS' plan - and discover what it all means for the future of humanity! By KURT BUSIEK & ROGER STERN, and CARLOS PACHECO!

AMAZING SPIDER-MAN

6
On the eve of the release of SPIDER-WOMAN #1, we ask "is Spider-Woman a hero -- or a villain?" Take a peek at the hidden truths behind the femme fatale who's got comicdom buzzing. Believe us, what you think you know is wrong! By HOWARD MACKIE and JOHN BYRNE!

BLACK PANTHER

8
A terrorist incites a massive riot in midtown Manhattan, catching both the BLACK PANTHER and guest stars, the AVENGERS, in the middle! Meanwhile, EVERETT K. ROSS gets up close and personal with a certain blonde hero! By CHRISTOPHER PRIEST and JOE JUSKO!

GENERATION X

52
Beginning a chain of events that will drastically alter the team's dynamic as friends and heroes! They've fought the PHALANX and taken down EMPLATE, but how do the kids of GENERATION X deal with...a blackmailer?! By JAY FAERBER and TERRY DODSON!

IRON MAN

17
IRON MAN enters the dragon when he faces the fearsome FIN FANG FOOM! To save the city of Seattle, the armored Avenger will have to go toe-to-claw with one of his oldest and deadliest foes -- but how can Iron Man hope to defeat a 15-story behemoth?! By KURT BUSIEK & ROGER STERN, and SEAN CHEN!

MAGNETO REX

23
In the aftermath of "The Magneto War" the Master of Magnetism has risen to new heights of power -- and that's only the beginning of his ultimate ascension! But now, MAGNUS is opposed by a new adversary whose cruelty and cunning rival his own! By JOE PRUETT and BRANDON PETERSON!

MUTANT X

9
The tide has turned against mutantkind as the now SENTINELS patrol the streets! No longer hailed as a hero, HAVOK joins the Mutant Underground -- literally -- when he takes to the subways and allies himself with MOLEMAN and CALLISTO! By HOWARD MACKIE and CARY NORD!

SPIDER-GIRL

9
MAY PARKER's dad, PETER, has finally accepted her desire to follow in his footsteps, and he's even begun to train her! And so are PHIL URICH and DARKDEVIL! No one thinks she's ready to be SPIDER-GIRL -- but she's determined to prove them all wrong by challenging the deadly new super villain called KILLERWATT! By TOM DEFALCO and PAT OLLIFFE!

SPIDER-MAN: THE MANGA

34
Join the further adventures of this Japanese twist on the famous web-slinger we all know and love! By RYOICHI Ikegami!

ITEM! DAREDEVIL, Marvel Knights' flagship title and breakout success story, catches its second wind with issue #9, when DD's art team and the Knights head honchos, JOE "Just got Hitched" QUESADA and JIMMY "Call me Daddy" PALMIOTTI, welcome aboard writer DAVID MACK. "David's an incredible talent," said Quesada. "Just read *Kabuki* (Mack's creator-owned book) for crying out loud. What David brings to the book is a subtler approach. KEVIN SMITH hits you with a punch to the emotional gut; David will make you think about it for a day or two, and then before you know it you've been sucked into the story in the creepiest of ways."

Palmiotti concurred. "David's an intelligent, passionate writer that will add another dimension to MATT MURDOCK. David has a way of approaching a character that is a lot more internal than Kevin. Together they'll keep this series rocking!" In addition to writing the series, Mack illustrated the cover of his debut issue -- and has committed to painting future covers after Quesada and Palmiotti have had their way with them. Sounds to me like a match made in Heaven...and quite appropriate for the Guardian Devil.

MARVEL.COM

Can't wait to find out what's coming up for Earth X? Check out the official web site for ongoing updated previews and bio material! Don't forget to stop by the exclusive online letter column and drop a line to writer Jim Krueger!
www.Marvel.com/earthx

This week's chat schedule!

April 22 9:30pmET EARTH'S MIGHTIEST CHAT with writer KURT BUSIEK & editor TOM BREVOORT!

April 26 8:00pmET SPIDER-MAN and THOR Pencil -- JOHN ROMITA, JR.!

April 27 8:00pmET The official EARTH X chat with writer -- JIM KRUEGER!

AOL Keyword: Marvel

All Chat schedules subject to change/cancellation.

LOOKING FOR THE NEAREST COMICS SHOP?
CALL 1-888-COMIC BOOK

STAN'S SOAPBOX!

Hi, Heroes!
So there I was deep in meditation, repeating my mantra "Make Mine Marvel," when all of a sudden I realized it's time to write another Soapbox. Not wanting to deprive you of a single modicum of culture or erudition, I dropped everything and here I am. No, please spare me your effusive thanks and gratitude. I do what I do out of a love for Marvelkind -- and hey, it sure beats working!

Let's open our treasure trove of knowledge with this from David Shaw of Belton, SC...

"Why do you prefer the spelling 'comicbook' over 'comic book'?"

I thought I'd answered this before, but there can't be too much of a good thing. You see, "comic book" would mean a comic book, or a funny book. But "comicbook" becomes a generic word meaning the type of literature preferred by the intellectual elite.

Wow, Ben Penrod of Annapolis, MD really tosses me a zinger with this one...

"In order to see, light must first strike someone's cornea. Since light passes right through invisible people, how does the Invisible Girl see?"

It's simple, Ben -- she wears contacts! But tell me, how do you know light passes through invisible people? I mean, how many invisible people have you met lately?

Leonard Tocco of St. Louis, MO seems to have been doing some social research...

"In the late 60's and early 70's many of your mags were filled with Marvel characters tackling the social issues of the day. Why not do that in your current titles?"

I'd like to see us tackle more social issues myself, Will. I'm gonna send your suggestion to editor-in-chief Bob Harras. To me, the best adventure stories are the ones that really have something to say in addition to the action.

It seems Lloyd Allen Grant of Saginaw, MI wants to give credit where credit is due...

"Whose idea was it to include adjectives like 'Invisible,' 'Incredible' and 'Amazing' in some of your titles?"

I guess I'm guilty, Lloyd. Somehow, it always seemed to me that it sounded more dramatic to say, "Wow, I really dig the Incredible Hulk!" than to say, "Wow, I dig Hulk!" But you may have forgotten a few. Remember "The Mighty Thor" and "The Uncanny X-Men"? And about "The Fantastic Four"? Just calling 'em "The Four" wouldn't have done it, right? Come to think of it, I'm so hung up on embellishment, that when I didn't use an adjective I used a whole phrase, like "Daredevil, the Man Without Fear" and "Dr. Strange, Master of the Mystic Arts." Gee, if only I got paid by the word!

Well, I hate to depress you, but it's time to go. Remember, you too can be part of the confusion by writing to Soapbox, Marvel, 387 Park Ave. South, New York, NY 10016 or e-mailing to stanfanz@aol.com. So, till Tamam Shud becomes as popular as 'Nuff Said...

Excelsior!

Stan
Stan Lee

DAILY BUGLE

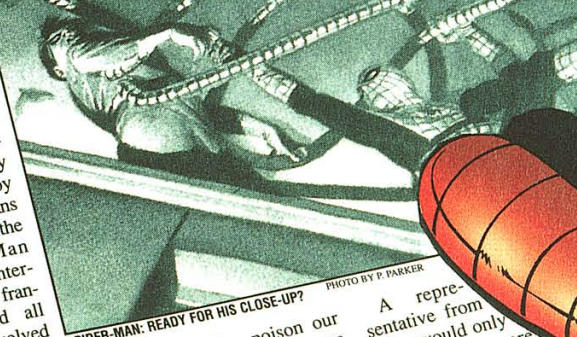
SPIDER-MAN MOVIE WEB: UNTANGLED

New York, MP -- Sony Pictures Entertainment and Marvel Enterprises announced today that after years of being bound in red tape, the first-ever Spider-Man live-action movie will finally be made.

J. Jonah Jameson, publisher of the Daily Bugle, responded by stating that he plans to boycott the Spider-Man filmed entertainment franchise and all parties involved in the deal.

"I can't believe this masked menace has the opportunity to tarnish the silver screen," snarled Jameson at a news conference held on the steps of the Bugle building this morning. His announcement came shortly after news broke that Sony Pictures has finally secured the rights to the movie after years of litigation.

"Can you imagine the repercussions of having Spider-Man's image embossed on everything from t-shirts to cereal boxes? ...He's truly behind the corruption of America's youth and I won't sit

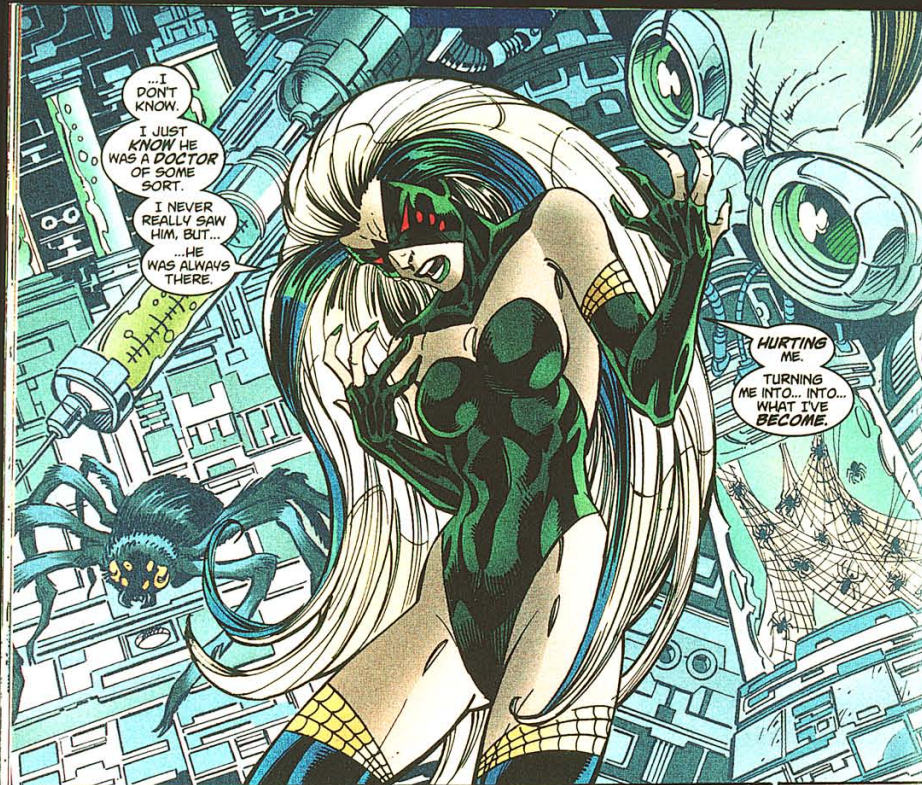


SPIDER-MAN: READY FOR HIS CLOSE-UP? PHOTO BY P. PARKER

idly by and let him poison our society. It's my responsibility as an objective journalist -- after all, we are the fourth estate." In addition to denouncing the movie and the franchise agreement, Jameson stated that he also plans to monitor the filming and production to make sure everything is "on the up-and-up." "I'm sending my star photographer, Peter Parker, to the set to make sure all of the permits are in order and only union workers are used...This isn't going to be your typical giant-comet-hits-Manhattan flick."

IT'S A FACT, TRUE BELIEVERS!
THE SPIDER-MAN MOVIE IS IN FULL SWING-- AND MARVEL IS BACK WITH A VENGEANCE IN TIME FOR THE NEW MILLENNIUM!

Hmm...
I WONDER WHO'S GOING TO PLAY ME IN THE MOVIE?



...I DON'T KNOW.
I JUST KNOW HE WAS A DOCTOR OF SOME SORT.
I NEVER REALLY SAW HIM, BUT...
...HE WAS ALWAYS THERE.

HURTING ME.
TURNING ME INTO... INTO...
WHAT I'VE BECOME.



A DOCTOR...? WHO?
I SAID I DON'T KNOW!
I DON'T REMEMBER MUCH WHO I AM... WHERE I COME FROM...
BUT I DO REMEMBER ONE THING...
AFTER I GOT THE POWERS FROM THE OTHER SPIDER-WOMEN...
I'M SUPPOSED TO KILL YOU!



YOU DON'T SEEM TO BE DOING A VERY GOOD JOB.
HOW CAN YOU JOKE ABOUT THIS?
YOU GET USED TO IT AFTER AWHILE.
SORRY... I DO WANT TO HELP YOU.



I DON'T WANT YOUR HELP...



I WANT YOUR LIFE!

ELSEWHERE...

DO YOU HAVE ANY IDEA WHO I AM, YOUNG LADY?
SORRY... VISITING HOURS ARE OVER.
NOT FOR ME THEY'RE NOT!



YES, MR. JAMESON, I KNOW EXACTLY WHO YOU ARE. I READ THE BUGLE EVERY DAY WITH MY MORNING COFFEE, BUT RULES ARE RULES NO MATTER HOW LOUDLY YOU YELL AT ME.

WHY I OUGHTTA --

JONAH, DEAR, REMEMBER, FLIES, HONEY...

YES, DEAR.

NURSE MELISSA, I WOULD CONSIDER IT A GREAT PERSONAL FAVOR IF YOU COULD SEE FIT TO LET US VISIT THIS LONGTIME FRIEND OF OUR FAMILY FOR JUST A MINUTE OR TWO.

WELL... SINCE YOU ASKED SO NICELY...



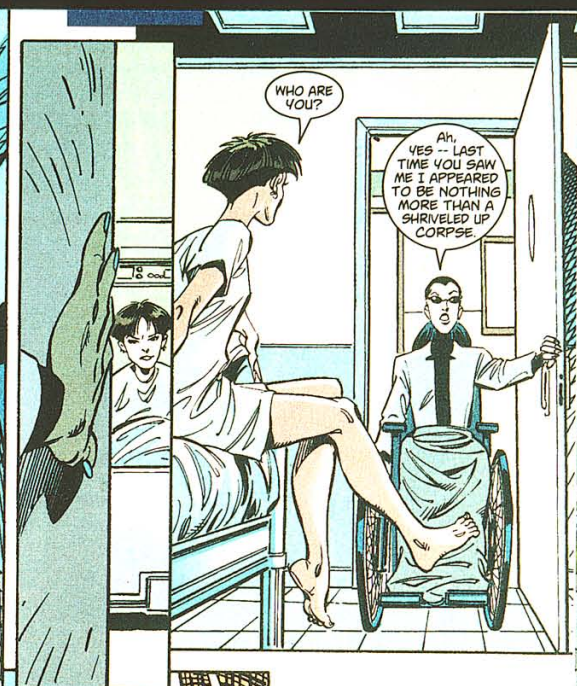
OH, HI, AUNT MARLA! WHATCHA DOIN' HERE?

MATTIE, YOUR FATHER CALLED -- SAID YOU'D RUN AWAY AGAIN -- JONAH USED THE BUGLE RESOURCES TO DO A SEARCH AND FOUND YOU HERE. WHAT HAPPENED?



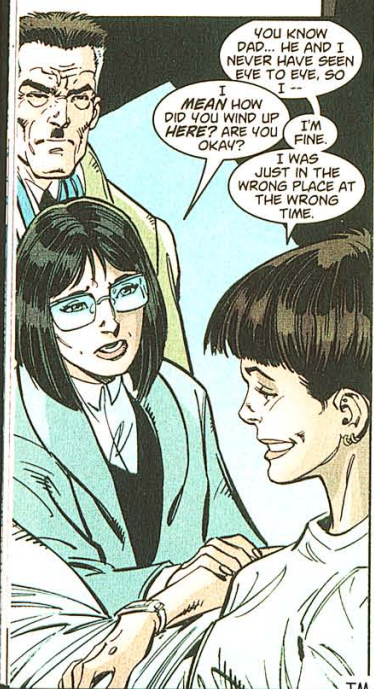
YEAH, YEAH! PUFF! PUFF! PUFF!

MATTIE, I'LL BE RIGHT BACK. I'M GOING TO MAKE SURE JONAH DOESN'T... I'VE GOT TO GO WITH HIM.



WHO ARE YOU?

AH, YES -- LAST TIME YOU SAW ME I APPEARED TO BE NOTHING MORE THAN A SHRIVELED UP CORPSE.



YOU KNOW DAD... HE AND I NEVER HAVE SEEN EYE TO EYE, SO I --

I MEAN HOW DID YOU WIND UP HERE? ARE YOU OKAY?

I WAS JUST IN THE WRONG PLACE AT THE WRONG TIME.



WALKED DOWN THE WRONG BLOCK AND FOUND MYSELF IN THE MIDDLE OF A FIGHT BETWEEN SPIDER-MAN AND SOME SCARY-LOOKING GIRL.

I GOT HURT... HE BROUGHT ME HERE... I'LL BE WALKING BY THE MORNING.

THAT'S THE WHOLE 411.

JONAH... YOU'RE LOOKING A LITTLE RED, YOU OKAY?



SPIDER-MAN! I SHOULD HAVE KNOWN! GOT TO CALL THIS IN!

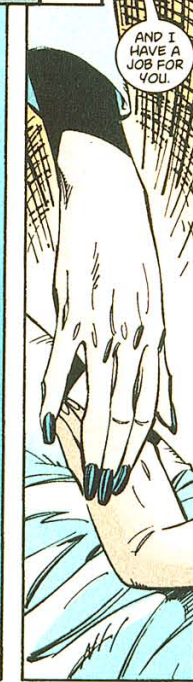
I'LL BE BACK!

JONAH! DON'T FORGET YOUR BLOOD PRESSURE. BREATHE, DEAR, BREATHE!

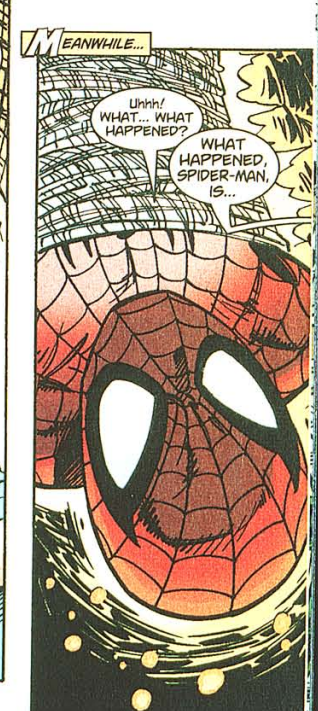


HAVEN'T YOU GUESSED YET, MY DEAR, THAT ALL THE GIFTS OF THE GATHERING OF THE FIVE WERE NOT WHAT THEY SEEMED?

I AM MADAME WEB!



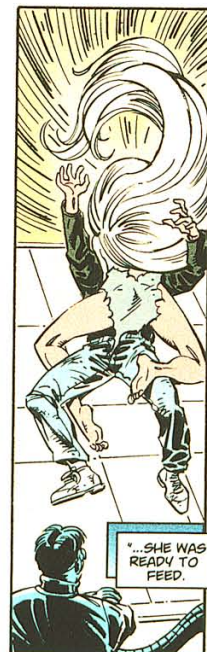
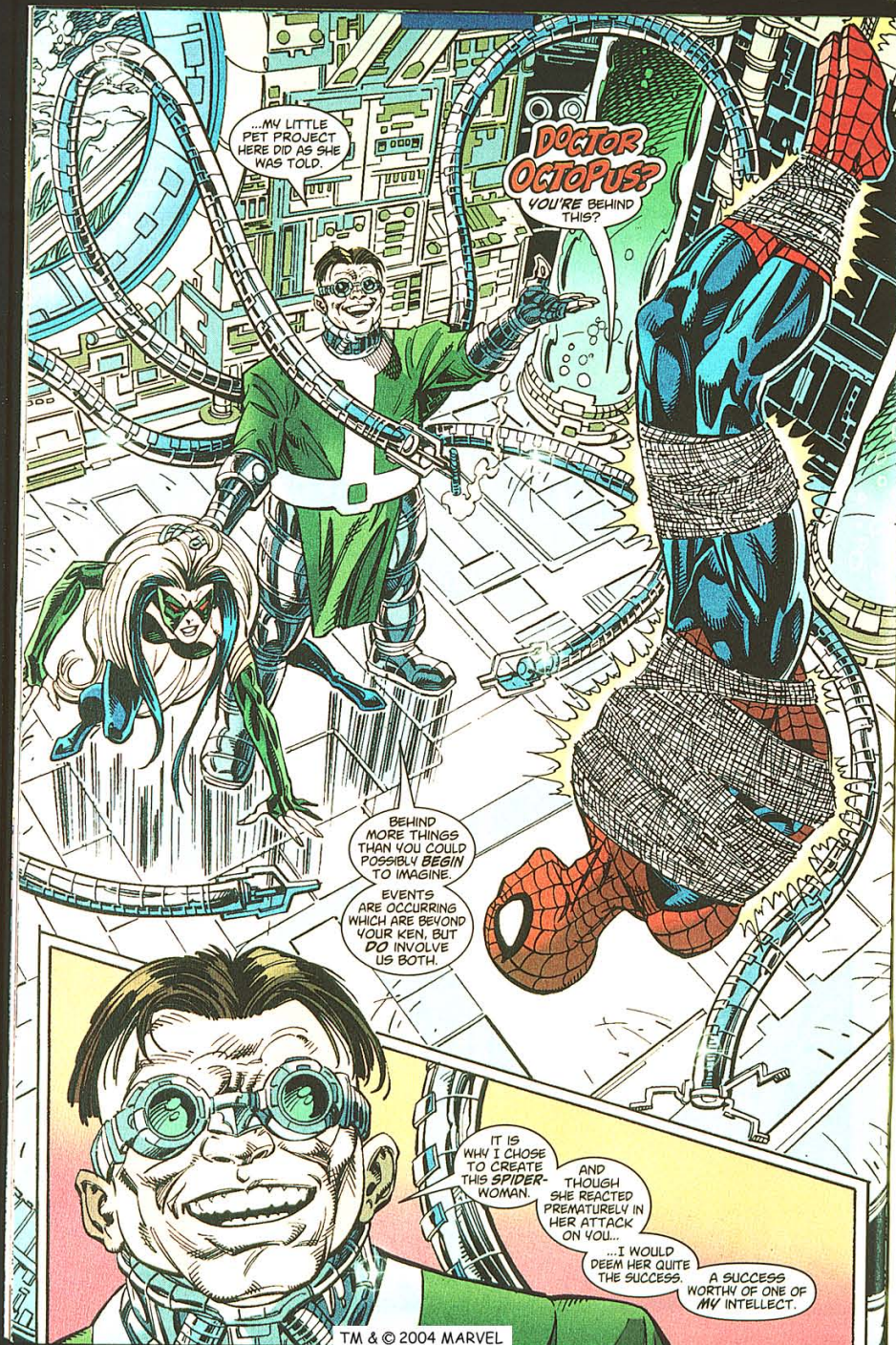
AND I HAVE A JOB FOR YOU.



MEANWHILE...

Unhh! WHAT... WHAT HAPPENED?

WHAT HAPPENED, SPIDER-MAN, IS...





If you're interested in
the art of the comic book,

JOE KUBERT'S WORLD OF CARTOONING

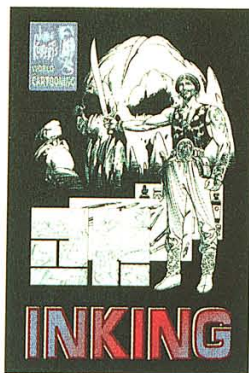
will teach you how to do it *right!*

Joe will personally show you via books, videos, professional art materials and critiques. He is assisted by his sons Adam and Andy and a team of instructors. You can learn in your home at your own convenient time. Choose one or more from these first five available courses. Do it now.

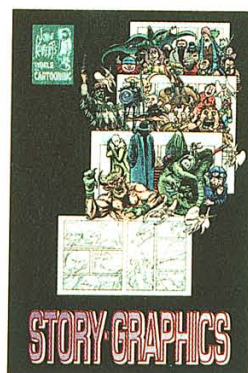


Learn the art of penciling from layouts to breakdown to finish.

TM & © 2004 MARVEL



Learn to use the tools of the trade: pen, brush, and ink.



Learn to tell a story in graphic form with your own style of art.

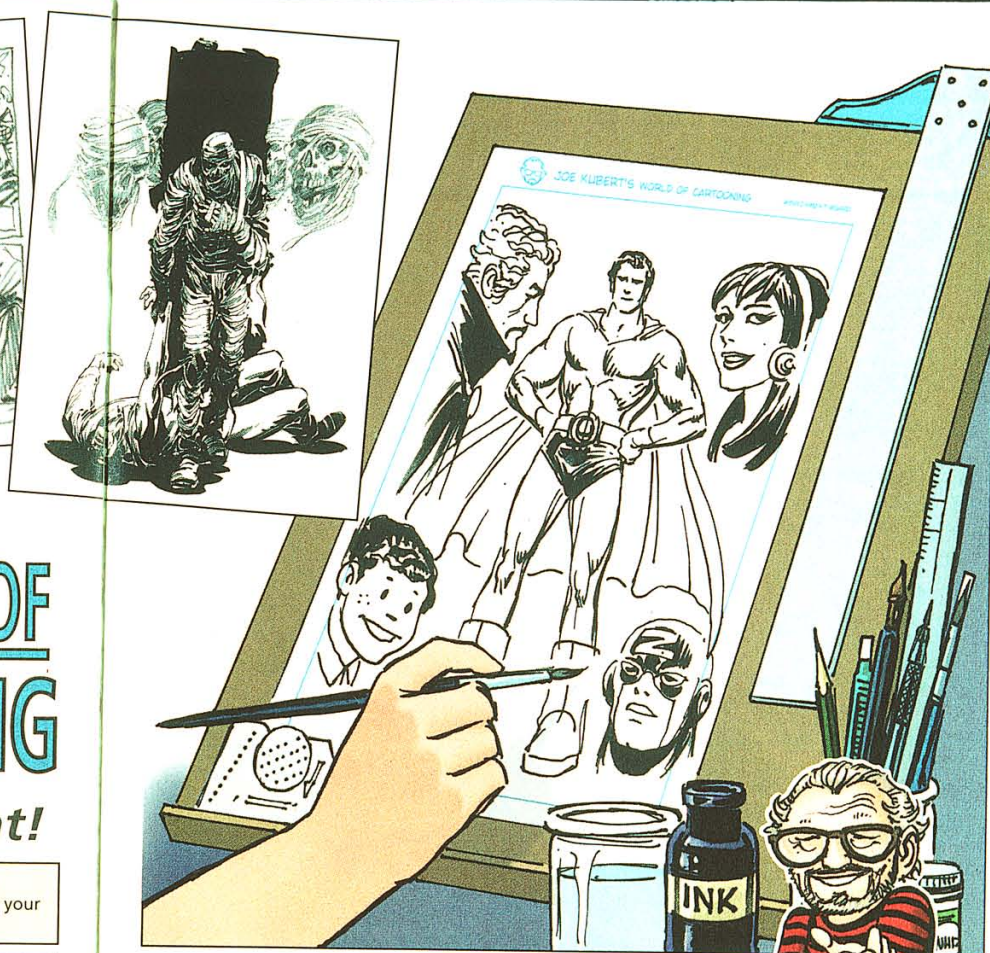


Create your own monsters for panel-to-panel story art.

TM & © 2004 MARVEL



How to create, design, and illustrate stories of comic book superheroes.



To learn more about costs and postage details:

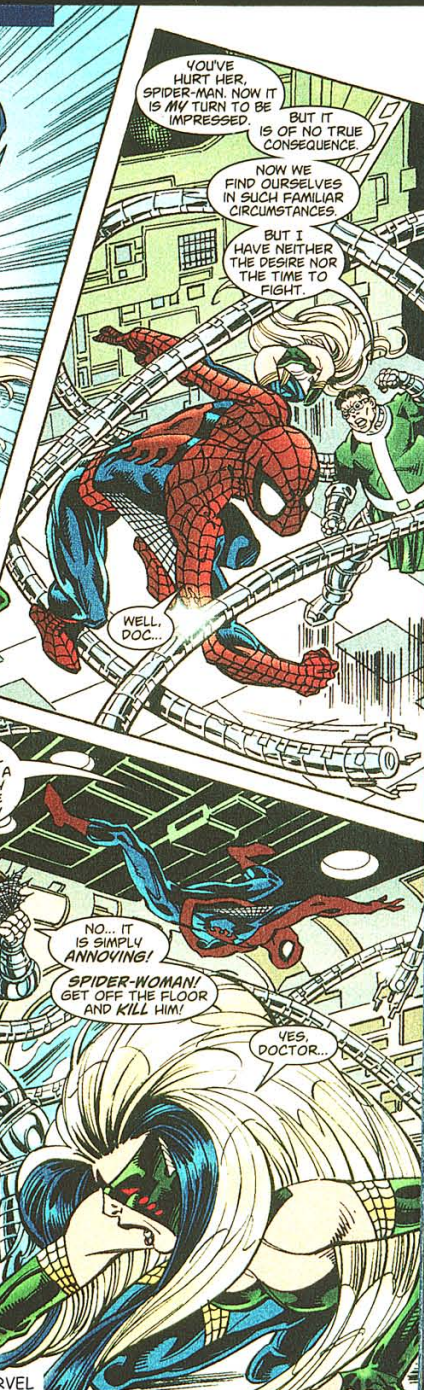
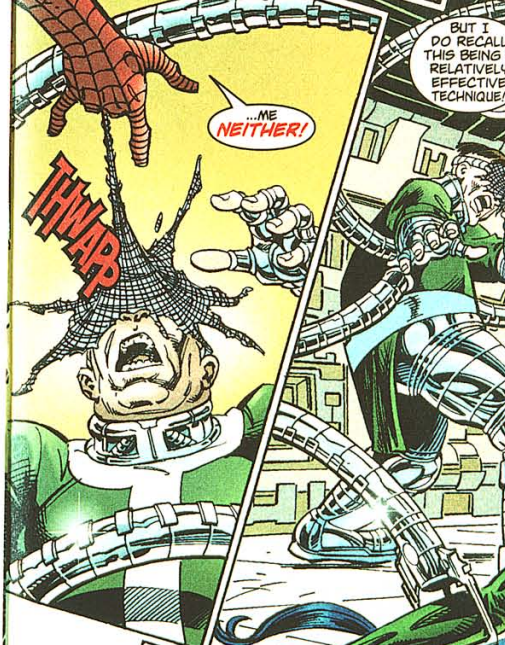
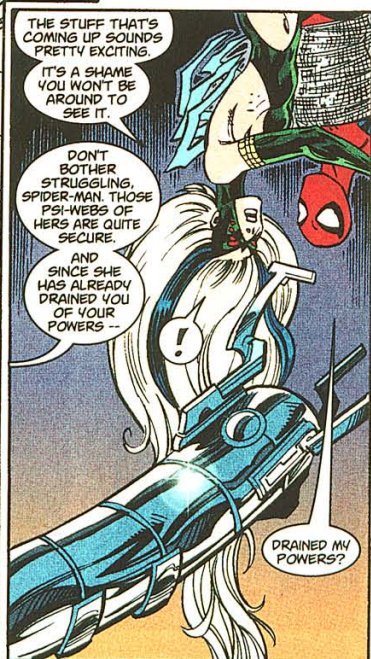
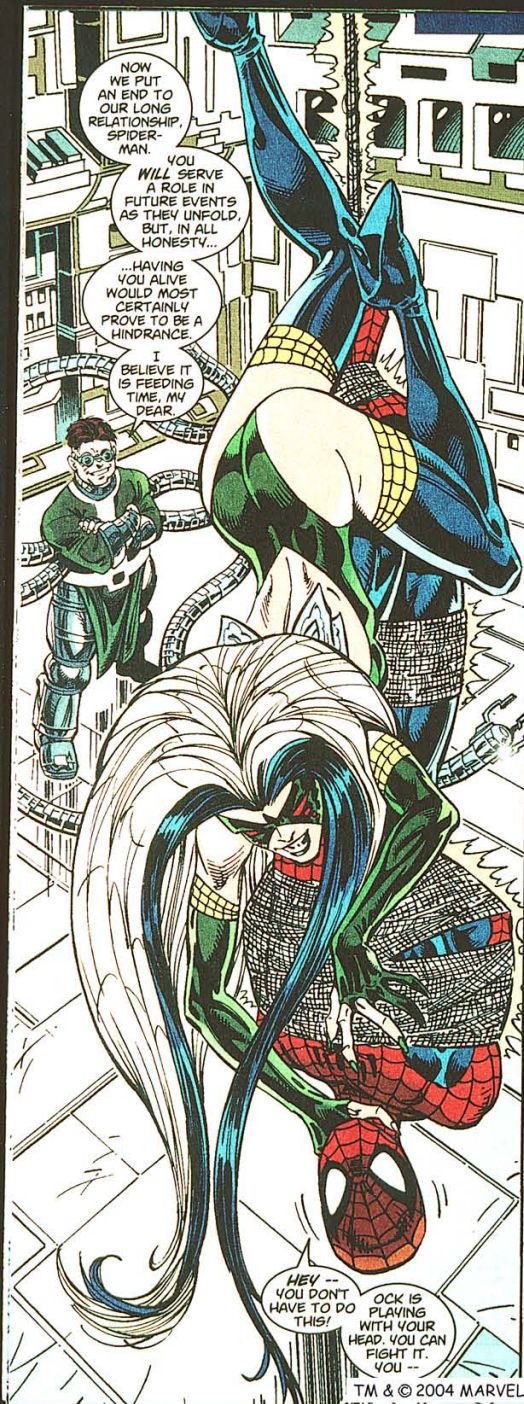
Write:
Joe Kubert's
World of Cartooning
378 Myrtle Ave.
Dover, NJ 07801

Call:
1-973-537-7760
or **toll-free:**
1-877-JKWORLD (559-6753)
Fax: 1-973-537-7699

e-mail:
kubert@intrepid.net

Web site:
www.kubertsworld.com

Art Supplies: Joe Kubert
Art Store: 1-800-343-4792





TM & © 2004 MARVEL

SUBSCRIBE TODAY! IT MAKES SPIDER-SENSE!

MARVEL
COMICS

DISCOUNT OFFER ON THESE TITLES!

- 1 TITLE FOR \$21.97/YR.
- 2 TITLES FOR \$29.97/EA.
- 3 OR MORE TITLES FOR JUST \$19.97/EA.

MARVEL HEROES

- ☐ AVE Avengers
- ☐ CAM Captain America
- ☐ DDV Daredevil
- ☐ FAN Fantastic Four
- ☐ INC The Hulk
- ☐ IRM Iron Man
- ☐ THO Thor
- ☐ BLT Thunderbolts

THE X-MEN

- ☐ CAB Cable
- ☐ DDP Deadpool
- ☐ GAM Gambit
- ☐ GEN Generation X
- ☐ KME Uncanny X-Men
- ☐ WOL Wolverine
- ☐ XFO X-Force
- ☐ MAN X-Man
- ☐ MEN X-Men

**SATISFACTION
GUARANTEED!**

**"SAVE
NEARLY
\$10"**



*SPIDER-MAN COMBO OFFER!

Subscribe to **Both** Spider-Man titles for just **\$18.97 EACH!**

☐ **Yes!** I want both **Amazing Spider-Man** AND **Peter Parker, Spider-Man** for just **\$37.94.**

SPIDER-MAN

- ☐ AMZ The Amazing Spider-Man
- ☐ SPI Peter Parker, Spider-Man

*Spider-Man combo offer limited to Spider-Man titles only. Combo discount available only by subscribing to both Spider-Man titles. Additional titles at \$19.97 each. Offer available through this ad only. **Based on regular cover price.

EXCLUSIVE SUBSCRIBER SAVINGS & SERVICES

- **LOWER PRICES ON RENEWAL!**
- **Satisfaction guaranteed or your money back on all remaining issues!**
- **IMPROVED PACKAGING**
All issues are mailed with cardboard backing in new weather resistant cellophane bags!

ORDERING IS FAST AND EASY!

☐ **Yes!** Sign me up for home delivery of the comics I've checked. I deserve the most in savings, convenience, service, and selection!

MY SATISFACTION IS GUARANTEED!

Check off the subscriptions you want delivered to your home (12 issues each) and return this page or a copy to: MARVEL DIRECT MARKETING, P.O. BOX 1979, DANBURY, CT 06813. Please provide credit card information or make your check or money order payable to "Marvel Direct Marketing Inc." For even faster service call: (203) 743-5331 Fax: (203) 744-9944 and have your credit card handy!

OFFER GOOD UNTIL 9/30/99.
YES, YOU CAN PHOTOCOPY THIS AD!

PLEASE PRINT:

NAME OF READER _____ DATE OF BIRTH (M/D/Y) _____

STREET ADDRESS _____

CITY _____ STATE _____ ZIP _____

of subscriptions _____ Amount enclosed: \$ _____

Charge my: ☐ VISA ☐ MasterCard ☐ Discover Card ☐ AMEX

CREDIT CARD # _____ EXPIRATION DATE _____

NAME OF CREDIT CARD HOLDER (IF DIFFERENT FROM ABOVE) _____

TM & © 2004 MARVEL

SIGNATURE FOR CREDIT CARD ORDERS _____

Canada, add \$10.00 per title (in U.S. funds only, includes GST#R127032852). Foreign, add \$12 per title in U.S. funds only. Allow 6 to 10 weeks for delivery of your first issue. TM & © 1999 Marvel Enterprises, Inc. All rights reserved.

H94MD4

Visit us on the web at: www.marvel.com



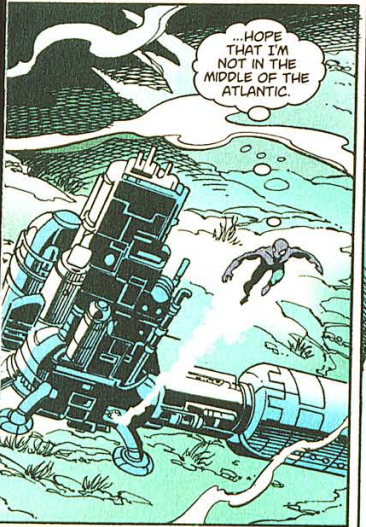
OCK IS DRAGGING SPIDER-WOMAN TO SOME SORT OF ESCAPE POD. I'M SURE HE'LL LEAVE ROOM FOR ME BEFORE TAKING OFF!



YEAH... RIGHT! OKAY... BREATHING IS A HIGHLY OVERRATED BODILY FUNCTION.



I'LL JUST SWIM UP TOWARD THE LIGHT AND...



...HOPE THAT I'M NOT IN THE MIDDLE OF THE ATLANTIC.



THE EAST RIVER?

WHY DO I GET THE FEELING THAT I HAVEN'T HEARD THE LAST OF DOC OCK OR SPIDER-WOMAN? BECAUSE I NEVER DO!



SOME TIME LATER... LOOK AT THIS! I'M ALMOST ON TIME.



NOW IF I CAN REMEMBER TO COMPLIMENT AUNT MAY ON HER NEW...



...LOOK? AUNT MAY?

I ASSURE YOU, MY DEAR BOY...



...I AM NOBODY'S AUNT!



AND FOR THIS I WILL BE ETERNALLY GRATEFUL.



HEV, TIGER, YOU'RE JUST IN TIME FOR THE UNVEILING! JILL, IF YOU'LL DO THE HONORS, PLEASE?

PRESENTING, THE ALL NEW, NEVER-BEFORE-SEEN --



TM & © 2004 MARVEL

From The Pages Of
Amazing Spider-Man & Peter Parker: Spider-Man
 comes The Most Sensational
New Character Launch Of The Year!

SPIDER-WOMAN

First Issue on Sale
May 5th
 Wherever Fine Comics Are Sold!

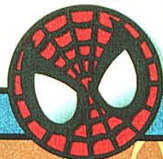
TM & © 2004 MARVEL
 MARVEL COMICS
 WWW.MARVEL.COM

THE SPIDER'S WEB

MATT HICKS
ASSISTANT
EDITOR

RALPH
MACCHIO
EDITOR

BOB
HARRAS
CHIEF



Dear Webheads,

I have been reading Spider-Man for over a decade, and I enjoyed his exploits until the clone saga, Aunt May's death, the murder of Doctor Octopus, and the pathetic return of Norman Osborn. It eventually became more difficult to read the books because the continuity became convoluted, and the repetitive story arcs made Spidey's world dull and tiresome. However, after reading the first three issues of the revamped AMAZING SPIDER-MAN, I must admit that it seems your staff is gradually cleaning up the mess it created over the past few years. The Spider-Man universe seems less stale, and has a promising future with the presence of Howard Mackie and John Byrne to restore its once crumbling foundation.

First of all, Mackie seems focused on revitalizing the humor and excitement of the character. This was an ingredient Stan Lee used to make Spidey a hero people can relate to, and made him more human and accessible. In an age where many comic characters look constipated and sullen, Spider-Man has usually been a figure of heroism and fun. For example, the banter between Ice-Man and Spidey was amusing and lively, and I hope this continues in later issues.

Secondly, I have always been a fan of Byrne, and when I found out he was going to work on my favorite Marvel character, my hope was renewed since he did an amazing job with the rebirth of Superman. His artwork is always sharp and fresh, symbolizing a new era for the webspinner. Scott Hanna's inks complement Byrne's pencils well, allowing the characters to seem more alive than they have in quite awhile. I think both men help create a formidable art staff that enhances Mackie's inspired writing.

Overall, I think you are headed in the right direction. It is good to see that you are focused on making the Spider-Man titles the best they can possibly be as we head into the next century. Keep up the good work, and thanks for taking a chance in starting over. The gamble is paying off.

Gary Dubberke
Aloha, OR 97007

Welcome home, Gary. We've missed you.

Glad to hear you're so fond of the inimitable inks of Scott Hanna over the pulse-pounding pencils of John Byrne. We admit that we're rather fond of the pair-

ing ourselves, and if fan response is any indication, this art team is a hit!

Dear Spider's Web,

I really enjoyed AMAZING SPIDER-MAN #3 and PETER PARKER, SPIDER-MAN #3. It's interesting to see the "gifts" from the Gathering of Five manifest in different, unexpected ways. I like Spider-Man's role and can't wait to see the whole story played out. Ice-Man worked great with Spidey; they had good chemistry, like experienced teammates. The one problem I had, though, the one question which kept bothering me, was:

Where was Firestar?

What a missed opportunity. How cool would it have been if Spider-Man and his Amazing Friends were all together again for the very first time? Firestar could've helped by absorbing some of the heat off of Shadrac to make things easier for Spider-Man. Or she might have been able to talk Shadrac down, being able to relate to someone whose heat-based powers are killing him. She knows what that's like. It could have been a touching, bittersweet story. One thing is for sure, though: Spider-Man, Ice-Man and Firestar together in a cool two-part story—the fans would have loved it!

Stuart Shreck
Staten Island, NY 10303

Sure they would have, Stuart. Sure they would have.

Actually, while a guest appearance by Firestar was in the works, we ran into a continuity glitch, as the lovely Angelica was away on special Avengers business during the events of this ish. To catch the entire story, look for the upcoming limited series AVENGERS: THE MS. LION AGENDA, coming soon to a comics shop near you!

Dear Ralf,

Re: AMAZING SPIDER-MAN #3: I'll be very disappointed if Peter Parker loses his position at Tricorp this early in the new run. It's certainly apropos to give him an in-work rival, a la Javier, but I'd hate to see Dr. Twaki reconsider his support of Peter in this new venue. In all honesty, I'd almost prefer that Peter let Dr. Twaki in on his dual identity, rather than have it serve as a source of conflict. It would be a refreshing change to have someone supportive of Spider-Man and would still create a huge source of tension in the book since Javier would remain in the dark, observ-

ing Dr. Twaki cutting Peter some slack.

One of the things that estranged me from the family of Spider-Man books over the years was my frustration that, no matter what, Peter Parker just couldn't win. While this idea may work some times, it can also get rather oppressive. For example, I've seen J. Jonah Jameson at his best over in the X-MEN books during the "Zero Hour" crossover. It just gets annoying to then see him doing his one-note song and dance here all the time.

Peter Parker is one of the geniuses of the Marvel Universe. He's no Reed Richards or Tony Stark, but I do consider him to be well on his way to becoming a Henry Pym or Hank McCoy. His position at Tricorp is an important aspect of his growth as a character. I can accept Spider-Man never being fully accepted if I know that Peter Parker, at least, can achieve his due.

Scot W. Myers
Decatur, GA 30033
swmyers@aol.com

Worry not, Scot W. While things may have looked dicey at the outset, Peter's position at Tricorp is safe for the foreseeable future. It seems that we too are so interested in seeing Peter experience a degree of success in the scientific realm that we just didn't have the heart to pull the rug out from under him again and risk turning our friendly neighborhood Spider-Man into the costumed equivalent of Charlie Brown or Ziggy.

NEXT ISSUE:

NO, YOU'RE NOT DREAMING! THAT IS FLASH THOMPSON, SIDEKICK OF THE EVER-AMAZING SPIDER-MAN! AND YES, CAPTAIN GEORGE STACY OF THE NYPD IS STOPPING BY THE HOMESTEAD OF MARY JANE WATSON TO DROP OFF HIS DAUGHTER GWEN! IT'S A WONDERFUL LIFE, BUT IS IT A "PERFECT WORLD"? CIRCLE ON BACK HERE IN ONE MONTH'S TIME TO FIND OUT, COURTESY OF MACKIE, BYRNE AND HANNA. AND, THIS BEING A PERFECT WORLD, RALF SHOULD BE NOWHERE IN SIGHT!

HOW DO YOU WANT YOUR ALIENS CRUSHED? SMALL, MEDIUM OR LARGE?



SEABEN'S
POWER RANGERS
LOST GALAXY

MAGNA DEFENDER COLLECTION

As the Power Rangers' newest ally, the Magna Defender has an awesome array of weapons. Now so can you. From morphers to Astro Cycles. Megazords to talking action figures. With Magna Defender toys you can crush evil, even in giant size.

**BAN
DAI**

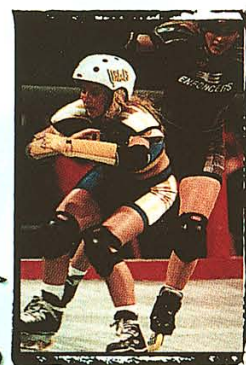
Colors, styles and decoration may vary. Each sold separately. Distributed by Bandai America, Inc. 5551 Katella Avenue, Cypress, CA 90630. ©1999 Bandai America, Inc. All Rights Reserved.™ and ©1999 Saban. POWER RANGERS LOST GALAXY and all related logos, names and distinctive likenesses thereof are the exclusive property of Saban Entertainment, Inc. and Saban International N.V.

SPIDER'S WEB
MARVEL COMICS
357 PARK AVENUE SOUTH • NEW YORK, NY 10016

IF YOU DON'T WANT YOUR NAME AND ADDRESS PRINTED, PLEASE, LET US KNOW. LETTERS MAY BE EDITED FOR CONTENT AND LENGTH.

E-MAIL:
MAIL@
MARVEL.COM
MARK E-MAIL
"OKAY TO PRINT"

IMAGINE THE
EXPLOSIVE POWER
OF A
LINEBACKER
COMBINED WITH THE
AGILITY OF A
HOCKEY
DEFENSE MAN.
JUST TOUGHER.



FRIDAYS AT 8 PM ET/PT

ONLY ON **TNN**
ROLLERJAM

www.country.com

©CBS CABLE

©1999 CBS Mass Media Corporation. All Rights Reserved. TNN is a registered service mark of Network Enterprises, Inc. WSL and RollerJam are service marks of World Skating League, LLC.